

CAREGUIDE INC  
Form SC 13D/A  
March 04, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

CareGuide, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

702915109

(CUSIP Number)

Albert S. Waxman  
Psilos Group Managers, LLC  
140 Broadway, 51st Floor  
New York, NY 10005  
212-242-8844

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 28, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

..

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1746 (12-91)

CUSIP No. 702915109

## SCHEDULE 13D

## 1 NAMES OF REPORTING PERSONS

Psilos Group Partners II, L.P.

## 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b) ☒ Joint Filing

## 3 SEC USE ONLY

## 4 SOURCE OF FUNDS\*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) "

## 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
		13,265,742
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		13,265,742
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
13,265,742

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.1%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 702915109

## SCHEDULE 13D

## 1 NAMES OF REPORTING PERSONS

Psilos Group Investors II, L.L.C.

## 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

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## 4 SOURCE OF FUNDS\*

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Delaware

NUMBER OF	7	SOLE VOTING POWER
		13,265,742
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		13,265,742
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

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13,265,742

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20.1%

14 TYPE OF REPORTING PERSON  
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CUSIP No. 702915109

## SCHEDULE 13D

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Psilos Group Partners, L.P.

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## 4 SOURCE OF FUNDS\*

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PURSUANT TO ITEM 2(d) or 2(e) "

## 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
		3,602,910
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		3,602,910
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
3,602,910

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 702915109

## SCHEDULE 13D

## 1 NAMES OF REPORTING PERSONS

Psilos Group Investors, L.L.C.

## 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b) ☒ Joint Filing

## 3 SEC USE ONLY

## 4 SOURCE OF FUNDS\*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) "

## 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
		3,602,910
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		3,602,910
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,602,910

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6 %

14 TYPE OF REPORTING PERSON

00

CUSIP No. 702915109

## SCHEDULE 13D

## 1 NAMES OF REPORTING PERSONS.

Essex Woodlands Health Ventures Fund IV, L.P.

## 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b) ☒ Joint Filing

## 3 SEC USE ONLY

## 4 SOURCE OF FUNDS\*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) ☐

## 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
		6,259,042

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0

	9	SOLE DISPOSITIVE POWER
		6,259,042

	10	SHARED DISPOSITIVE POWER
		0

## 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,259,042

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ☐

## 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.6%

## 14 TYPE OF REPORTING PERSON

PN

CUSIP No. 702915109

## SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

Essex Woodlands Health Ventures Fund V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b) ☒ Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00

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PURSUANT TO ITEM 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
		20,759,671
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		20,759,671
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
20,759,671

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..